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RECORDATION NO. 20456  
FILED 1625  
JAN 6 1997 - 2 42 PM

RECORDATION NO. 20456-A, B  
FILED 1625  
JAN 6 1997 - 2 45 PM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

JAN 6 2 44 PM '97

January 6, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of each of the following three documents: (1) a Full Service Lease Agreement dated as of August 23, 1996, (2) Rider #199601-WRGRI, dated as of August 23, 1996 (the "Rider") and (3) Assignment of Rents and Sublease, dated December 27, 1996, the first being a primary document and the others all being secondary documents related thereto, as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Full Service Lease Agreement and Rider

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, OH 43537
Lessee:	Grace Division of W.R. Grace & Co. PO Box 2117 Baltimore, MD 21203

Assignment of Rents

Assignor     The Andersons, Inc  
                 480 West Dussel Drive  
                 Maumee, OH 43537

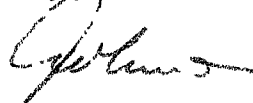
Assignee     NationsBanc Leasing Corporation  
                 2300 Northlake Centre Drive  
                 Tucker, GA 30084

A description of the railroad equipment covered by the enclosed document is attached hereto as Exhibit A

Also enclosed is a check in the amount of \$66 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of the enclosed document to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg  
Enclosures

**RIDER # 199601-WRGR1**

This Rider to the Lease Agreement made as of August 23, 1996 between Lessor and Grace Davison, a business unit of W.R. Grace and Company. - CONN is made on August 23, 1996. The provision of the Full Service Lease Agreement, (Lease) Lease Number # 199601-WRG, solely as they relate to the cars leased under this Rider are incorporated by reference into and shall be deemed an instrument of lease separate from any other rider under the Lease. ASSOCIATION NO. 20456-A FILED 1/27

Lessor and Lessee agree as follows:

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1. All terms defined in the Lease shall have the meanings as defined therein when used in this schedule.
2. Lessor hereby leases the following Cars to Lessee subject to the terms and conditions of the Lease and this Rider.

Car Numbers: See Attached Exhibit "A", incorporated herein.

3. The term of the Lease with respect to each Car described in this Rider shall commence on date of placement and shall continue as to all of the Cars described in this Rider until September 30, 2001.
4. The fixed rent shall be Four Hundred and Seventy-Five Dollars (\$475.00) per Car per month for each full calendar month. The pro-rata rental rate for any Car not subject to an entire month shall be Fifteen Dollars and Sixty-Two Cents (\$15.62) per day for such Car during such month.

**Lessor**

THE ANDERSONS, INC.

By: Rakesh H. S. [Signature]

Title: VP and GM of Rail and Fab Division

Date: 11/21/96

**Lessee**

GRACE DAVISON, A business unit of W.R. Grace and Company - CONN

By: John P. Moran [Signature]

Title: Director Manufacturing - FC

Date: November 27, 1996

EXHIBIT A		
GRACE DAVISON LEASE # 199601-WRG		
1	AEX	648
2	AEX	649
3	AEX	653
4	AEX	<del>659</del> 660
5	AEX	661
6	AEX	662
7	AEX	664
8	AEX	666
9	AEX	668

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11/20/96